

Edgar Filing: GRAINGER W W INC - Form SC 13G

GRAINGER W W INC  
Form SC 13G  
February 05, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(New)

GRAINGER(W.W.) INC  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

384802104  
(CUSIP Number)

December 31, 2008  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

CUSIP No. 384802104  
-----

-----  
(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, NA., 943112180  
-----

(2) Check the appropriate box if a member of a Group\*

(a) / /

(b) /X/

-----  
(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization

U.S.A.  
-----

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Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power  
2479955

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
3,063,656

(8) Shared Dispositive Power  
-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,063,656

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
4.03%

(12) Type of Reporting Person\*  
BK

CUSIP No. 384802104

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
BARCLAYS GLOBAL FUND ADVISORS

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power  
803320

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
807,362

(8) Shared Dispositive Power  
-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
807,362

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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-----  
(11) Percent of Class Represented by Amount in Row (9)  
1.06%

-----  
(12) Type of Reporting Person\*  
IA  
-----

CUSIP No. 384802104  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS, LTD  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

-----  
(3) SEC Use Only  
-----

(4) Citizenship or Place of Organization  
England  
-----

Number of Shares	(5) Sole Voting Power
Beneficially Owned	328,881
by Each Reporting	-----
Person With	(6) Shared Voting Power
	-
	-----
	(7) Sole Dispositive Power
	382,425
	-----
	(8) Shared Dispositive Power
	-

-----  
(9) Aggregate  
382,425  
-----

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9)  
0.50%

-----  
(12) Type of Reporting Person\*  
FI  
-----

CUSIP No. 384802104  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
-----

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BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Japan

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power  
208473

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
208,473

(8) Shared Dispositive Power  
-

(9) Aggregate  
208,473

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
0.27%

(12) Type of Reporting Person\*  
FI

CUSIP No. 384802104

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS CANADA LIMITED

(2) Check the appropriate box if a member of a Group\*

(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Canada

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Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power  
82851

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
82,851

(8) Shared Dispositive Power  
-

(9) Aggregate  
82,851

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
0.11%

(12) Type of Reporting Person\*  
FI

CUSIP No. 384802104

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Australia

Number of Shares Beneficially Owned by Each Reporting Person With

(5) Sole Voting Power  
5259

(6) Shared Voting Power  
-

(7) Sole Dispositive Power  
5,259

(8) Shared Dispositive Power  
-

(9) Aggregate  
5,259

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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-----  
(11) Percent of Class Represented by Amount in Row (9)  
0.01%

-----  
(12) Type of Reporting Person\*  
FI  
-----

CUSIP No. 384802104  
-----

-----  
(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
BARCLAYS GLOBAL INVESTORS (DEUTSCHLAND) AG  
-----

(2) Check the appropriate box if a member of a Group\*  
(a) / /  
(b) /X/

-----  
(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization  
Germany  
-----

Number of Shares  
Beneficially Owned  
by Each Reporting  
Person With

(5) Sole Voting Power

-----  
(6) Shared Voting Power  
-

-----  
(7) Sole Dispositive Power  
-

-----  
(8) Shared Dispositive Power  
-

-----  
(9) Aggregate  
-

-----  
(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*  
-----

(11) Percent of Class Represented by Amount in Row (9)  
0.00%

-----  
(12) Type of Reporting Person\*  
FI  
-----

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC

-----  
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201

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-----  
ITEM 2(A). NAME OF PERSON(S) FILING

BARCLAYS GLOBAL INVESTORS, NA  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
400 Howard Street  
San Francisco, CA 94105  
-----

ITEM 2(C). CITIZENSHIP  
U.S.A  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock  
-----

ITEM 2(E). CUSIP NUMBER  
384802104  
-----

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act  
(15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section  
240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section  
240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit  
Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment  
company under section 3(c) (14) of the Investment Company Act of 1940  
(15U.S.C. 80a-3).
- (j) // Non-U.S. institution, in accordance with section 240.13d-1(b) (1) (ii) (J)
- (k) // Group, in accordance with section 240.13d-1(b) (1) (ii) (K)

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC  
-----

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201  
-----

ITEM 2(A). NAME OF PERSON(S) FILING

BARCLAYS GLOBAL FUND ADVISORS  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
400 Howard Street  
San Francisco, CA 94105  
-----

ITEM 2(C). CITIZENSHIP  
U.S.A  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

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-----  
ITEM 2(E). CUSIP NUMBER  
384802104  
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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
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(c) // Insurance Company as defined in section 3(a) (19) of the Act  
(15 U.S.C. 78c).  
(d) // Investment Company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).  
(e) /X/ Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).  
(f) // Employee Benefit Plan or endowment fund in accordance with section  
240.13d-1(b) (1) (ii) (F).  
(g) // Parent Holding Company or control person in accordance with section  
240.13d-1(b) (1) (ii) (G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit  
Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
company under section 3(c) (14) of the Investment Company Act of 1940  
(15U.S.C. 80a-3).  
(j) // Non-U.S. institution, in accordance with section 240.13d-1(b) (1) (ii) (J)  
(k) // Group, in accordance with section 240.13d-1(b) (1) (ii) (K)

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC  
-----

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201  
-----

ITEM 2(A). NAME OF PERSON(S) FILING  
  
BARCLAYS GLOBAL INVESTORS, LTD  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Murray House  
1 Royal Mint Court  
LONDON, EC3N 4HH  
-----

ITEM 2(C). CITIZENSHIP  
England  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock  
-----

ITEM 2(E). CUSIP NUMBER  
384802104  
-----

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).  
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(c) // Insurance Company as defined in section 3(a) (19) of the Act  
(15 U.S.C. 78c).  
(d) // Investment Company registered under section 8 of the Investment  
Company Act of 1940 (15 U.S.C. 80a-8).  
(e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).  
(f) // Employee Benefit Plan or endowment fund in accordance with section



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- 240.13d-1(b)(1)(ii)(F).  
(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).  
(j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)  
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201

ITEM 2(A). NAME OF PERSON(S) FILING  
BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Ebisu Prime Square Tower 8th Floor  
1-1-39 Hiroo Shibuya-Ku  
Tokyo 150-8402 Japan

ITEM 2(C). CITIZENSHIP  
Japan

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2(E). CUSIP NUMBER  
384802104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).  
(b) // Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).  
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(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).  
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(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).  
(j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)  
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC

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-----  
ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201  
-----

ITEM 2(A). NAME OF PERSON(S) FILING  
  
BARCLAYS GLOBAL INVESTORS CANADA LIMITED  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Brookfield Place 161 Bay Street  
Suite 2500, PO Box 614  
Toronto, Canada  
Ontario M5J 2S1  
-----

ITEM 2(C). CITIZENSHIP  
Canada  
-----

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
Common Stock  
-----

ITEM 2(E). CUSIP NUMBER  
384802104  
-----

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
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Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
company under section 3(c) (14) of the Investment Company Act of 1940  
(15U.S.C. 80a-3).  
(j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b) (1) (ii) (J)  
(k) // Group, in accordance with section 240.13d-1(b) (1) (ii) (K)

ITEM 1(A). NAME OF ISSUER  
GRAINGER(W.W.) INC  
-----

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
100 Grainger Parkway  
Lake Forest, IL 60045-5201  
-----

ITEM 2(A). NAME OF PERSON(S) FILING  
  
BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED  
-----

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
Level 43, Grosvenor Place, 225 George Street  
PO Box N43  
Sydney, Australia NSW 1220

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-----  
ITEM 2(C).       CITIZENSHIP  
                  Australia  
-----

ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  Common Stock  
-----

ITEM 2(E).       CUSIP NUMBER  
                  384802104  
-----

ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
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      (15 U.S.C. 78o).  
(b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).  
(c) // Insurance Company as defined in section 3(a) (19) of the Act  
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(f) // Employee Benefit Plan or endowment fund in accordance with section  
      240.13d-1(b) (1) (ii) (F).  
(g) // Parent Holding Company or control person in accordance with section  
      240.13d-1(b) (1) (ii) (G).  
(h) // A savings association as defined in section 3(b) of the Federal Deposit  
      Insurance Act (12 U.S.C. 1813).  
(i) // A church plan that is excluded from the definition of an investment  
      company under section 3(c) (14) of the Investment Company Act of 1940  
      (15U.S.C. 80a-3).  
(j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b) (1) (ii) (J)  
(k) // Group, in accordance with section 240.13d-1(b) (1) (ii) (K)

ITEM 1(A).       NAME OF ISSUER  
                  GRAINGER(W.W.) INC  
-----

ITEM 1(B).       ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
                  100 Grainger Parkway  
                  Lake Forest, IL 60045-5201  
-----

ITEM 2(A).       NAME OF PERSON(S) FILING  
                  BARCLAYS GLOBAL INVESTORS (DEUTSCHLAND) AG  
-----

ITEM 2(B).       ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
                  Apianstrasse 6  
                  D-85774  
                  Unterfohring, Germany  
-----

ITEM 2(C).       CITIZENSHIP  
                  Germany  
-----

ITEM 2(D).       TITLE OF CLASS OF SECURITIES  
                  Common Stock  
-----

ITEM 2(E).       CUSIP NUMBER  
                  384802104  
-----

ITEM 3.           IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B),  
OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A  
(a) // Broker or Dealer registered under Section 15 of the Act  
      (15 U.S.C. 78o).

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- (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b) (1) (ii) (J)
- (k) // Group, in accordance with section 240.13d-1(b) (1) (ii) (K)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:  
4550026

(b) Percent of Class:  
5.98%

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote  
3908739
- (ii) shared power to vote or to direct the vote  
-
- (iii) sole power to dispose or to direct the disposition of  
4550026
- (iv) shared power to dispose or to direct the disposition of  
-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY  
Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP  
Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, I further certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to each of: Barclays Global Investors Australia Limited, Barclays Global Investors Canada Limited, Barclays Global Investors (Deutschland) AG, Barclays Global Investors Japan Limited and Barclays Global Investors Limited, is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D by such entities.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2009

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Date

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Signature

John McGahan  
Principal

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Name/Title